

Answer to Question 14

In Attachment 2, provide the name, address, citizenship and principal business of the applicant's ten percent or greater direct and indirect shareholders or other equity holders, and identify any interlocking directorates.

Newcastle Holdings, Inc is owned by:

	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
American Broadband Acquisition Corp. IV	100%	USA	Telecom

American Broadband Acquisition Corp. IV is owned by:

American Broadband Communications, LLC	49%	USA	Telecom
Signal Equity Partners II, LP	40%	USA	Investments

American Broadband Communications, LLC¹ is owned by:

William H. Tucker	48.75%	USA	Telecom
Patrick L. Eudy ²	48.75%	USA	Telecom

¹ American Broadband Communications, Inc., ("ABCI"), a sister corporation to American Broadband Communications LLC ("ABCL"), holds 40% of American Georgetown, Inc., which, in turn, owns 100% of Georgetown Telephone Company, an Incumbent Local Exchange Carrier ("ILEC") in Mississippi. Signal Equity Partners II, LP ("Signal"), owns the remaining 60% of American Georgetown, Inc. ABCI also holds 49% of Northwest Missouri Holdings, Inc., which, in turn, holds 100% of Oregon Farmers Mutual Telephone Company, an ILEC in Missouri. Signal owns the remaining 51% of Northwest Missouri Holdings, Inc. ABCL owns 49% of Eastern Kansas Holdings, Inc., which, in turn, owns 100% of S & A Telephone Company, Inc., a Kansas ILEC. Signal owns the remaining 51% of Eastern Kansas Holdings, Inc. ABCL owns 49%, and Signal owns 51% of Pymatuning Holding Company, which owns 100% of the Pymatuning Independent Telephone Company, a Pennsylvania rural ILEC. American Broadband Acquisition Corp. has a 100% interest in Waverly Hall Holdings, Inc., which in turn owns 100% of Waverly Hall Telephone, LLC, an ILEC in Georgia. American Broadband Acquisition Corp. has a 100% interest in Mail Holdings, Inc., which in turn owns 100% of Gridley Enterprises, Inc., which in turn owns 100% of Gridley communications, Inc. and Gridley Telephone Co., an ILEC in Illinois.

² Mr. Eudy owns 60% of Dialog Telecommunications, a competitive local exchange carrier operating in Kentucky, Mississippi and North Carolina.

Signal Equity Partners II, LP is owned as follows:

Signal Equity Advisors II, LLC	2.94% GP	USA	Investments
Garden House, LLC ³	58.9% LP	USA	Investments
Eurazeo ⁴	23.5% LP	France	Investments
Burden Direct Investment Fund III	11.76% LP	USA	Investments

Signal Equity Advisors II, LLC has the following owners:

Timothy P. Bradley	23.3%	USA	Investments
Alfred J. Puchala, Jr.	22.3%	USA	Investments
Christian Nolen	19.6%	USA	Investments
Malcolm C. Nolen	19.6%	USA	Investments
Charles T. Lake, II	11.2%	USA	Investments

The foregoing reflects all general partnership interests and all 10% or more derivative equity interests in Newcastle Holdings, Inc.

³ Eliot Nolen, a US citizen, owns approximately 95% of Garden House, LLC and does not own or control other communications businesses.

⁴ Eurazeo indirectly owns approximately 15.2% of Eutelsat, which it holds through a 66% interest in BlueBirds (which holds a 23% interest in Eutelsat). Eutelsat provides communications services in Europe and the Indian Ocean Region. Eurazeo also owns a 11% interest in Distacom, which owns companies providing mobile telephone service in Hong Kong and India.

Answer to Question 15

In Attachment 2, respond to paragraphs (d), (e)(3) and (g) of Section 63.18.

63.18(d)

The Applicant has pending with the Commission an Application for Transfer of Domestic Section 214 Authority. The caption of that proceeding is *I/M/O Elsie Communications Inc., SKT Ventures, Inc., Dalton Telephone Company, Inc., Dalton Holdings, Inc., and Newcastle Holdings, Inc.: Application for Authorization Pursuant to Section 214 of the Communications Act, as Amended, for Transfer of Control*. This application was filed at the Commission on January 4, 2006. Since as of the writing of this letter the domestic application has not appeared on Public Notice, Applicant is unable to provide a corresponding docket number at this time.

63.18(e)(3)

Not applicable.

63.18(g)

Not applicable.